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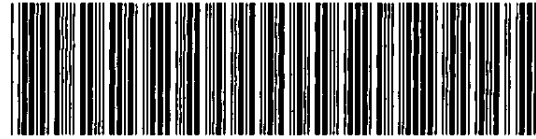
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08 JUL 29 PM 3:12  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

W08-34684

**Law Offices**

*Stephen N. Rosenthal*

**Mailing Address**

**20533 Biscayne Blvd., No. 265**

*Aventura, Florida 33180*

Downtown Office

**25 West Flagler Street**

**Suite 1040**

**Miami, Florida 33130**

**Telephone: (305) 931-1115**

**"Fax" (305) 931-1180**

July 28, 2008

Ms. Gina McLeod, Regulatory  
Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Subject: 1113 Florida L.L.C.  
Ref. Number: W08000034684

Dear Ms. McLeod:

In connection with the above referenced matter, I appreciate your letter dated July 23, 2008, a copy of which is enclosed herein.

In accordance with your instructions, we have revised the Articles, and am herewith enclosing my client's original and copy for filing.

As such, I would appreciate your filing the enclosed Articles and thereafter returning a stamped copy of same to my office.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

08 JUL 29 PM 3: 12

**ARTICLES**  
**OF**  
**1113 FLORIDA, L.L.C.**

**A Florida Limited Liability Company**

The undersigned, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, adopts the following Articles of Organization.

**ARTICLE ONE**  
**Name and Address**

The name of the company is 1113 FLORIDA, L.L.C., and the street address of the principle of the company and mailing address of the company shall be: 18001 Collins Avenue, No. 1218, Sunny Isles Beach, Florida.

**ARTICLE TWO**  
**Duration**

The company shall commence its existence on the date of filing of the Articles of Organization with the Department of State of the State of Florida, and the duration of the company shall be perpetual.

**ARTICLE THREE**  
**Purpose**

The general purposes for which the company is organized are:

- A. To transact any lawful business for which limited companies are organized under the Florida Limited Liability Company Act.

B. To do such other things as re incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

C. To carry on and engage in the business of purchasing, selling, leasing, improving, managing, developing and investing in and to properties including any and all acts necessary and/or related thereto.

D. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE FOUR  
Registered Office and Agent

The street address of the initial registered office of the Company is 25 West Flagler street, Suite 1040, Miami, Florida 33130, and the name of its initial registered agent at such address is Stephen N. Rosenthal, Esq.

ARTICLE FIVE  
Members

That there shall be two (2) managing members with respect to this Liability company to-wit:

Nasser Adibfar

Farideh Sassani

ARTICLE SIX  
Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous consent of the members of the Company and upon such items and conditions

as determined by all the members.

ARTICLE SEVEN  
Termination of Existence

The company shall not be dissolved upon the death, retirement, resignation, bankruptcy or dissolution of a member.

ARTICLE EIGHT  
Management

The Company is to be member managed by the above named two (2) members and is therefore a member managed company.

ARTICLE NINE  
Books and Records

The Managers shall keep, or cause to be kept, at the principal place of business of the Company true and correct books or account, in which shall be entered fully and accurately each and every transaction of the Company. The Company's taxable and fiscal years shall be the same as the taxable and fiscal years of the Members.

ARTICLE TEN  
Distribution and Allocations

All distributions of cash or other assets of the company shall be divided equally between the members. Each member will receive 50% of the profits of the company

annually. The members can at their sole discretion agree to reinvest the profits back into the company.

ARTICLE ELEVEN  
Limitation of Liability


Limited Liability except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Members shall not be obligated personally for any such debt, obligation or liability of the Company solely by reasons of being Members. The failure of the Company to observe any formalities or requirements relating to the exercise of its power or the management of its business or affairs under this Operating Agreement or the Act shall not be grounds for imposing personal liability on the Members.

ARTICLE TWELVE  
Regulations


Except as otherwise provided in regulations adopted by, and any written agreement entered by the members, the members may, from time to time, by majority adopt or alter any of the regulations for the company.

IN WITNESS WHEREOF, this Operating Agreement has been made and executed by the Members effective as of the date of filing the Articles of Organization.

  
\_\_\_\_\_  
Nasser Adibfar, Managing Member

  
\_\_\_\_\_  
Farideh Sassani, Managing Member

IN WITNESS WHEREOF, the undersigned, as authorized representative the members has executed these Articles of Organization of 1113 FLORIDA, L.L.C., of the State of Florida, on this 20 day of <sup>June</sup> 2008.


  
Nasser Adibfar, Managing Member

  
Farideh Sassani, Managing Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ACKNOWLEDGE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment, as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 F.S.

  
STEPHEN N. ROSENTHAL, ESQ.


25 West Flagler St.  
Suite 1040  
Miami Fla. 33130

Providence of: \_\_\_\_\_ )  
 )  
 )

BEFORE ME, the undersigned authority, personally appeared Nasser Adibfar and Ferideh Sassani, who upon oath, acknowledged before me that they executed the

foregoing ARTICLE OF ORGANIZATION of 1113 FLORIDA, L.L.C., a Florida  
Limited Liability Company, voluntarily, and for the purposes therein express.

WITNESS my hand and seal, at Toronto aforesaid, this 20 day of  
June, 2008.

  
\_\_\_\_\_  
NAME: Bernard H.S. Kleidung  
Notary Public  
~~Serial Number~~